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*This announcement is for information purposes only and does not constitute an offer or an invitation to induce an offer by any person to acquire, purchase or subscribe for securities. Potential investors should read the prospectus dated December 2, 2011 (the “Prospectus”) issued by Baoxin Auto Group Limited (the “Company”) for detailed information about the Company and the Global Offering described below before deciding whether or not to invest in the shares thereby being offered.*

*The Stock Exchange of Hong Kong Limited (the “Stock Exchange”), Hong Kong Exchanges and Clearing Limited and Hong Kong Securities Clearing Company Limited (“HKSCC”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

*Unless defined herein, terms in this announcement shall have the same meanings as those defined in the Prospectus.*



## **BAOXIN AUTO GROUP LIMITED**

**寶信汽車集團有限公司\***

*(Incorporated in the Cayman Islands with limited liability)*

### **GLOBAL OFFERING**

<b>Number of Offer Shares under the Global Offering</b>	<b>: 379,320,000 Shares (comprising 328,740,000 new Shares and 50,580,000 Sale Shares, subject to the Over-allotment Option)</b>
<b>Number of Hong Kong Offer Shares</b>	<b>: 37,932,000 Shares (subject to adjustment)</b>
<b>Number of International Offer Shares</b>	<b>: 341,388,000 Shares (comprising 290,808,000 new Shares and 50,580,000 Sale Shares, subject to adjustment and the Over-allotment Option)</b>
<b>Maximum Offer Price</b>	<b>: HK\$10.80 per Offer Share plus brokerage of 1.0%, SFC transaction levy of 0.003% and Hong Kong Stock Exchange trading fee of 0.005% (payable in full on application in Hong Kong dollars and subject to refund)</b>
<b>Nominal value</b>	<b>: HK\$0.01 per Share</b>
<b>Stock code</b>	<b>: 1293</b>

*Sole Global Coordinator*

**Morgan Stanley**

*Joint Sponsors*

**Morgan Stanley**

**J.P.Morgan**

*Joint Bookrunners and Joint Lead Managers*

**Morgan Stanley**

**J.P.Morgan**



The Global Offering consists of (a) the Hong Kong Public Offering of initially 37,932,000 Shares (subject to adjustment) in Hong Kong and (b) the International Offering of initially 341,388,000 Shares (comprising 290,808,000 new Shares and 50,580,000 Sale Shares, subject to adjustment and the Over-allotment Option) representing 10% and 90%, respectively, of the total number of Shares initially being offered under the Global Offering. The allocation of the Shares between the Hong Kong Public Offering and the International Offering is subject to adjustment as stated in the section headed “Structure of the Global Offering — The Hong Kong Public Offering” in the Prospectus.

The Company and the Selling Shareholder expect to grant the Over-allotment Option to the International Underwriters, exercisable by the Global Coordinator on behalf of the International Underwriters, to require the Company and/or the Selling Shareholder to issue and/or sell up to an aggregate of 56,898,000 Shares, representing in aggregate 15% of the Offer Shares initially available under the Global Offering at the Offer Price to cover over-allocations, if any, in the International Offering. Out of the 56,898,000 Shares, 28,449,000 Shares are expected to be issued by the Company, with the remaining 28,449,000 Shares to be sold by the Selling Shareholder. An announcement will be made in the event that the Over-allotment Option is exercised.

Application has been made by the Company to the Listing Committee of the Stock Exchange for the granting of the approval for the listing of, and permission to deal in, the Shares in issue and to be issued as described in the Prospectus (including the additional Shares that may be offered pursuant to the exercise of the Over-allotment Option). Assuming the Hong Kong Public Offering becomes unconditional at or before 8:00 a.m. in Hong Kong on Wednesday, December 14, 2011, dealings in the Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Wednesday, December 14, 2011.

**Application for the Hong Kong Offer Shares will only be considered on the basis of the terms and conditions of the Prospectus and the related Application Forms.**

Applicants who would like to have allotted Hong Kong Offer Shares registered in their own names should (i) complete and sign the **WHITE** Application Forms; or (ii) give **electronic application instructions** to the **White Form eIPO** Service Provider through the **White Form eIPO** service ([www.eipo.com.hk](http://www.eipo.com.hk)). Applicants who would like to have allotted Hong Kong Offer Shares registered in the name of HKSCC Nominees and deposited directly into CCASS for credit to their CCASS Investor Participant stock account or the stock account of their designated CCASS participants maintained in CCASS should either (i) complete and sign the **YELLOW** Application Forms; or (ii) give **electronic application instructions** to HKSCC via CCASS.

Copies of the Prospectus, together with **WHITE** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, December 2, 2011 until 12:00 noon on Wednesday, December 7, 2011 from:

1. Morgan Stanley Asia Limited, 46/F, International Commerce Centre, 1 Austin Road West, Kowloon, Hong Kong; or
2. J.P. Morgan Securities (Asia Pacific) Limited, 28/F, Chater House, 8 Connaught road, Central, Hong Kong; or
3. CMB International Securities Limited, Units 1803–4, 18/F, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong; or

4. any of the following branches of:

(i) Bank of China (Hong Kong) Limited

	Branch Name	Address
Hong Kong Island	Bank of China Tower Branch	3/F, 1 Garden Road, Central
	North Point (Kiu Fai Mansion) Branch	413-415 King's Road, North Point
	Shek Tong Tsui Branch	534 Queen's Road West, Shek Tong Tsui
	United Centre Branch	Shop 1021, United Centre, 95 Queensway, Admiralty
Kowloon	To Kwa Wan Branch	80N To Kwa Wan Road, To Kwa Wan
	East Point City Branch	Shop 101, East Point City, Tseung Kwan O
New Territories	Lucky Plaza Branch	Lucky Plaza, Wang Pok Street, Shatin
	Castle Peak Road (Yuen Long) Branch	162 Castle Peak Road, Yuen Long

(ii) Standard Chartered Bank (Hong Kong) Limited

	Branch Name	Address
Hong Kong Island	88 Des Voeux Road Branch	88 Des Voeux Road Central, Central
	Causeway Bay Branch	G/F, Yee Wah Mansion, 38-40A Yee Wo Street, Causeway Bay
Kowloon	Kwun Tong Branch	1A Yue Man Square, Kwun Tong
	Hung Hom Comm Centre Branch	Shop 33-37 G/F, Hunghom Commercial Centre, 37-39 Ma Tau Wei Road, Hung Hom
	Mei Foo Stage I Branch	G/F, 1C Broadway, Mei Foo Sun Chuen Stage I, Lai Chi Kok
New Territories	Tsuen Wan Branch	Shop C, G/F & 1/F, Jade Plaza, 298 Sha Tsui Road, Tsuen Wan
	Maritime Square Branch	Shop 308E, Level 3, Maritime Square, Tsing Yi

Copies of the Prospectus, together with the **YELLOW** Application Forms, may be obtained during normal business hours from 9:00 a.m. on Friday, December 2, 2011 until 12:00 noon on Wednesday, December 7, 2011 at the Depository Counter of HKSCC, at 2nd Floor, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong or from their stockbroker who may have such Application Forms and Prospectus available.

Applicants applying by **White Form eIPO** may submit their applications to the **White Form eIPO** Service Provider through the **White Form eIPO** service ([www.eipo.com.hk](http://www.eipo.com.hk)) from 9:00 a.m. on Friday, December 2, 2011 until 11:30 a.m. on Wednesday, December 7, 2011 (24 hours daily, except on the last application day) (or such later date as may apply in the case of a tropical cyclone warning signal number 8 or above or a "black" rainstorm warning

signal being in force as described in the section headed “How to Apply for the Hong Kong Offer Shares — Effect of bad weather conditions on the opening of the application lists” of the Prospectus).

CCASS Participants can input **electronic application instructions** from 9:00 a.m. on Friday, December 2, 2011 until 12:00 noon on Wednesday, December 7, 2011.

Please refer to the sections headed “Structure of the Global Offering” and “How to Apply for the Hong Kong Offer Shares” in the Prospectus for details of the conditions and procedures of the Hong Kong Public Offering.

It is expected that the level of indication of interest in the International Offering, the applicable Offer Price and the level of applications and the basis of allocation of Hong Kong Offer Shares under the Hong Kong Public Offering will be published in the South China Morning Post (in English) and the Hong Kong Economic Times (in Chinese), on the Company’s website at **www.klbaoxin.com** and the website of the Stock Exchange at **www.hkexnews.hk** on Tuesday, December 13, 2011. The results of allocation (with identification document numbers of successful applicants and the number of the Hong Kong Offer Shares successfully applied for) will be published on the Stock Exchange’s website at **www.hkexnews.hk**, Company’s website at **www.klbaoxin.com** and the result of allotment website **www.iporeresults.com.hk** and other channels as described in the section headed “How to Apply for the Hong Kong Offer Shares — Results of allocations” in the Prospectus.

Share certificates for the Offer Shares are expected to be issued on Tuesday, December 13, 2011 but will only become valid certificates of title at 8:00 a.m. on the date of commencement of the dealings in the Shares, which is expected to be on Wednesday, December 14, 2011, if (i) the Global Offering has become unconditional in all respects and (ii) the right of termination as described in “Underwriting — Underwriting Arrangements and Expenses — Hong Kong Public Offering — Grounds for Termination” in this Prospectus has not been exercised. No temporary documents of title will be issued and no receipt will be issued for application monies received. Shares will be traded in board lots of 500 Shares each.

By order of the Board  
**Baoxin Auto Group Limited**  
**Yang Aihua**  
*Chairman*

Hong Kong, December 2, 2011

*As of the date of this announcement, the executive Directors are Mr. YANG Aihua, Mr. YANG Hansong, Mr. YANG Zehua, Ms. HUA Xiuzhen and Mr. ZHAO Hongliang, the non-executive Director is Mr. ZHANG Yang, and the independent non-executive Directors are Mr. DIAO Jianshen, Mr. WANG Keyi and Mr. CHAN Wan Tsun Adrian Alan.*

*Please also refer to the published version of this announcement in **South China Morning Post** (in English) and the **Hong Kong Economic Times** (in Chinese).*

\* *For identification purposes only*